

JUDGE GARDEPHE

MAG. JUDGE PARKER

JUDGE GARDEPHE

United States District Court
Southern District of New York

Alpha Capital Anstalt,

Plaintiff,

v.

Iconic Brands, Inc.,

Defendant.

17 CV 2075

Order To Show Cause

Upon the annexed affirmation of Konrad Ackermann affirmed under penalties of perjury on March 22, 2017, upon the Summons and Complaint and upon all prior pleading and proceedings heretofore had herein,

Let Defendant Iconic Brands, Inc. ("ICNB") show cause before Hon. *PAUL G. GARDEPHE*,
40 Centre Street,
U.S.D.J. ✓ in Courtroom 705 at the Courthouse located at ~~500 Pearl Street~~, New York,
New York 10007 on the *5th* day of April, 2017 at *11:40 A.M.* or as soon thereafter as counsel can be heard why an order pursuant to Fed. R. Civ. P. Rule 65 and 28 U.S.C. §2201 should not be entered, pending final determination of this action:

i) directing ICNB, and all those in active concert with it, to deliver immediately

74,770,257 shares of its common stock to Plaintiff Alpha Capital Anstalt ("Alpha Capital") to which Alpha Capital is entitled based upon its exercise of a portion of its ICBN Convertible Promissory Note issued on August 31, 2015 (the "Note");

and

ii) directing ICNB, and all those in active concert with it, to honor all future requests by Alpha Capital to convert the Note and any other ICNB convertible promissory notes, in whole or in part, duly submitted by Alpha Capital to ICNB in accordance with the terms of the Note or such other notes.

Sufficient cause appearing therefor, it is

Ordered that answering papers, if any, must be served on Kenneth A. Zitter, Esq., 260 Madison Avenue, 18th Floor, New York, New York 10016 *and filed with the Court by 5:00 p.m. at least three days prior to the return*
on *March 29, 2017,* ~~date hereof~~, and it is further,

Ordered that service of the Order to Show Cause, together with the papers upon which it is based, and the Summons and Complaint, by overnight federal express to Defendant Iconic Brands, Inc. at its principal place of business located at 44 Scabro Avenue, Amityville, NY 11726, such mailing to take place on or before March 23, 2017, be deemed good and sufficient service of all such papers.

By March 29, 2017, Plaintiff's counsel will make a submission explaining why venue is appropriate in this District pursuant to 28 U.S.C. § 1391(a). See Complaint, ¶ 4.

Dated: New York, New York
March 22, 2017

ENTER:

Paul J. Sandell
U.S.D.J.

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